

EXHIBIT E

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
WESTERN DIVISION**

In re:	)	Case No. 03-35510
)	
Toledo Professional Temps, Inc.	)	Hon. Judge Mary Ann Whipple
)	
Debtor,	)	<u>TRUSTEE'S MOTION FOR</u>
	)	<u>AUTHORITY TO COMPROMISE</u>
	)	<u>CONTROVERSY AND NOTICE OF</u>
	)	<u>INTENT TO COMPROMISE</u>
	)	<u>CONTROVERSY WITH RESPECT TO</u>
	)	<u>THIRD PARTY COMPLAINT</u>

This matter comes before this Court by Ericka Parker, Chapter 7 Trustee ("Trustee") with respect to the chapter 7 proceeding initiated by Flex Tech Professional Services, Inc., n/k/a Toledo Professional Services, Inc. (the "Debtor"), pursuant to the Trustee's motion under Rule 9019 of the Federal Rules of Bankruptcy Procedure, for authority to settle and compromise the estate's claims, asserted in the adversary proceeding entitled *Delphi Automotive Systems, Inc. v. Parker*, in the Trustee's Third Party Complaint against Cecil Weatherspoon, Jr. ("Weatherspoon") and Initial Transfer FT, Ltd. ("Initial Transfer").

In support hereof, the Trustee states as follows:

1. In the Third Party Complaint, the Trustee asserted various fraudulent transfer and related claims against Weatherspoon and Initial Transfer, particularly relating to the assets formerly belonging to the Debtor herein and relating to the February 19, 2003 settlement agreement by, between and among Delphi, the Debtor, and Initial Transfer (the Settlement Agreement").

2. The Trustee has conducted discovery into the assets formerly belonging to the Debtor and confirmed that most, if not all, such assets were subject to properly perfected liens and that the secured creditors have exercised their rights with respect to such assets. Thus, the transferred assets previously belonging to the Debtor (with the exception of the Settlement Agreement), do not have any value for the Debtor, its estate, or creditors. The only asset with potential value to the Debtor, its estate and creditors is the Settlement Agreement.

3. The Trustee has therefore agreed to settle the third party complaint against Weatherspoon and Initial Transfer, and will dismiss the Third Party Complaint. In exchange, Weatherspoon and Initial Transfer shall pay the sum of \$5,000.00 to the Trustee. Such sums shall be paid in four (4) equal quarterly installments of \$1,250.00 each, beginning on April 1, 2006.

4. As further consideration for the settlement, Weatherspoon and Initial Transfer will assign, convey, and transfer in full all of their rights, title, and interest in and to the Settlement Agreement with Delphi, along with any claims, interests, and causes of action that Weatherspoon and/or Initial Transfer may have in connection with or in any way related to the Debtor.

5. A true copy of the proposed settlement with Weatherspoon and Initial Transfer is attached hereto as Exhibit A.

6. Section 105 of the Bankruptcy Code provides in pertinent part that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions” of the Bankruptcy Code. 11 U.S.C. § 105(a). Federal Bankruptcy Rule 9019(a) provides that “[o]n motion by the trustee after notice and a hearing, the Court may approve a compromise or settlement.” Before approving a settlement under Rule 9019, a court must

determine that the proposed settlement is in the best interests of the debtor's estate. See *Myers v. Martin (In re Martin)*, 91 F.3d 389, 394 (3d Cir. 1996). To make this determination, the Court must assess the value of the claims that are being settled and balance such values against the value to the estate of the approval of the settlement, mindful that the "law favors compromise." *Magill v. Springfield Marine Bank (In re Heissinger Res. Ltd.)*, 67 B.R. 378, 383 (C.D. Ill. 1986).

7. The standard by which the Court should evaluate reasonableness of a proposed compromise is well established and includes consideration of the following four factors: "(1) the probability of success in the litigation; (2) the likely difficulties in collection; (3) the complexity of the litigation involved, and the expense, inconvenience and delay necessarily attending it; and (4) the paramount interest of the creditors." *Martin*, 91 F.3d at 393. Settlements should be rejected only if they fall "below the lowest point in the range of reasonableness." *Cosoff v. Rodman (In re W.T. Grant Co.)*, 699 F.2d 599, 608 (2d Cir. 1983).

8. The applicable standards set forth in the preceding paragraph plainly are met here because the proposed settlement is beneficial to the Debtor's estate and its creditors. As noted above, it returns to the Debtor's estate the only asset with potential value, namely, the Settlement Agreement with Delphi, and also provides some cash to the estate.

Dated: April 3, 2006

Respectfully submitted,

/s/ Patricia B. Fugée

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NOTICE OF MOTION OF PROPOSED COMPROMISE

Ericka Parker, Chapter 7 Trustee, has filed papers with the court to seek authority to compromise controversy of the estate.

Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one.)

If you do not want the court to grant the Motion without a hearing, or if you want the court to consider your views on the Motion, then within twenty (20) days of your receipt of this notice, you or your attorney must:

File with the court a written response explaining your position at:

U.S. Bankruptcy Court
for the Northern District of Ohio at Toledo
1716 Spielbusch Avenue
Toledo, Ohio 43624

If you mail your response to the court for filing, you must mail it early enough so the court will **receive** it on or before the date stated above.

You must also mail a copy to:

Patricia B. Fugée, Esq.
Roetzel & Andress
One SeaGate, 9th Floor, Suite #999
Toledo, Ohio 43604

If you do not respond in writing the Court may grant the relief requested without a hearing. If you respond in writing then you must attend a hearing, which will be scheduled by the Court.

If you or your attorney do not take these steps, the court may decide that you do not oppose the relief sought in the motion.

Date: April 3, 2006

Signature: /s/ Patricia B. Fugée
Patricia B. Fugée

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing has been served upon the following parties via the Court's electronic filing system and upon the parties on the attached service list via regular U.S. Mail, this 3rd day of April, 2006.

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In re: Toledo Professional Temps, Inc.
Case No.: 03-35510

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Detroit, MI 48279

The Beacon
205 SE Catawba Rd, Suite G
Port Clinton, OH 43452

The Bellevue Gazette
107 N. Sandusky St.
Bellevue, OH 44811

The Chronicle
PO Box 4464
Houston, TX 77210

The Conair Group, Inc.
One Conair Drive
Pittsburgh, PA 15702-1706

The Daily and Sunday OK
PO Box 26881
Oklahoma City, OK 73126

The Morning Journal
1657 Broadway
Lorain, OH 44052

The Paquin Company
26981 Lakeland Blvd.
Euclid, OH 44132

The Plain Dealer
PO Box 6955
Cleveland, OH 44190

The Repository
PO Box 713180
Columbus, OH 43271

The Spencer Turbine Co.
600 Day Hill Road
Windsor, CT 06095

The Vindicator Printing Co.
PO Box 780
Youngstown, OH 44501

Thomas E. Lammert, Esq.
2210 1st National Tower
Akron, OH 44308-1449

Time Electronics
PO Box 360761
Pittsburgh, PA 15250-6761

State of Tennessee
Dept Of Labor & Workforce
Po Box 20207
Nashville TN 37202-0207

TN Dept of Labor & Workforce
500 James Robertson Pkwy
8th Floor
Nashville, TN 37245-3525

Torque Drives
PO Box 1830
Warren, OH 44480

Town Center Motel
3356 Central Parkway
Cincinnati, OH 45225

TPC Wire & Cable
PO Box 74208
Cleveland, OH 44194

Trumbull Electric Supply
PO Box 74956
Cleveland, OH 44194-1039

Trumbull Electric Supply Co.
c/o Kevin L. String, Esq.
23220 Chagrin Blvd., Suite 204
Beachwood, OH 44122

Trumbull Industries
PO Box 200
Warren, OH 44482-0200

Trupar America, Inc.
160 Wilson Rd.
Bentleyville, PA 15314

Tuffaloy Products Inc.
PO Box 651449
Charlotte, NC 28265-1449

Unite Parcel Service
Lockbox 577
Carol Stream, IL 60132

United Equipment Access
2103 E. Bremer Ave.
PO Box 817
Waverly, IA 50677-8017

Universal Equipment & Rental, Inc.
210 W. Perkins Ave.
Sandusky, OH 44870

Utah Dept of Workforce
140 East 300 South
Salt Lake City, UT 84145

VA Unemployment Commission
PO Box 27592
Richmond, VA 23261

Vision
151 Evergreen Dr.
Bozeman, MT 59715

Volpi Manufacturing
5 Commerce Way
Auburn, NY 13021

W.W. Grainger Inc.
7300 N. Melvina
Niles, IL 60714

Wage Electric, Inc.
820 Colfax Ave.
PO Box 337
Kenilworth, NJ 07033

Warren Electric Company
177 Niles-Courtland Rd. SE
Warren, OH 44484

Watson Machinery
PO Box 23505
Newark, NJ 17189

WCI Steel Sales L.P.
PO Box 640935
Pittsburgh, PA 15264

Willard Times Junction
PO Box 368
Willard, OH 44890

Williams Communications
21398 Network Place
Chicago, IL 60673

Winkle Electric Co.
1900 Hubbard Rd.
Youngstown, OH 44501

Winstar
PO Box 710952
Columbus, OH 43271

Winstar Communications
520 Broad St 7th Fl
Newark New Jersey 07102

Work Med Trumble
6426 Market St.
Youngstown, OH 44512

Young Supply Company
888 W. Baltimore
Detroit, MI 48202

Zesco Inc.
6500 Miller Rd.
Brecksville, OH 4414

Voltronics, Inc.
7746 W. Addison St.
Chicago, IL 60634

William H. Smith, Jr., Esq.
308 W. Adams St.
Sandusky, OH 44870

Toshiba International Corp
PO Box 91
Chicago, IL 60693-1310

Star Telegram
PO Box 901051
Fort Worth, TX 76101

Anixter Bros, Inc./Structured
2201 Main Street
Evanston, IL 60202

Days Inn Kings Island
9735 Mason Montgomery Rd.
Mason, OH 45040

Econo Lodge
2140 Edwin C. Moses Blvd.
Dayton, OH 45408

Exonic Systems
149 Delta Dr.
Pittsburgh, PA 15238

GEMS Sensors
Div of IMO Industries
PO Box 96860
Chicago, IL 60693

Hitachi Denshi America
PO Box 94026
Chicago, IL 60690

Intermec Corporation
PO Box 102493
Atlanta, GA 30368-0493

JMS Southeast
105 Temperature
Statesville, NC 28677

New York State Dept of Taxation
WA Harriman Campus
Bldg. 9 Room 100
Albany, NY 12227

RAF Fluid Power, Inc.
6750 Arnold Miller Pkwy.
Solon, OH 44 139-4363

Rosemary Taft Milby, Esq.
Lakeside Place Suite 200
323 West Lakeside Ave.
Cleveland, OH 44113

San-Bay Co.
161 E. Market St.
Sandusky, OH 44870

SD Myers, Inc.
180 South Ave
Tallmadge, OH 44278

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Sandusky, OH 44870

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Cleveland. OH 44115

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Nashville, TN 37202

Toledo Professional Temps, Inc.
c/o D. Jeffrey Rengel, Esq.
421 Jackson St.
Sandusky, OH 44870

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
WESTERN DIVISION**

In re:	)	Case No. 03-35510
)	
Toledo Professional Temps, Inc.	)	Hon. Judge Mary Ann Whipple
)	
Debtor,	)	Adversary No. 04-03114
)	
*****	)	**STIPULATION AND ORDER
Delphi Automotive Systems, Inc.,	)	OF SETTLEMENT OF
	)	<u>THIRD PARTY COMPLAINT</u>
Plaintiff)	
)	
v.)	
)	
Ericka S. Parker, Trustee, et al.)	
)	
Defendants.)	

This matter comes before this Court pursuant to the complaint for declaratory judgment (“Complaint”) filed by Delphi Automotive Systems, Inc. (“Delphi”) against Ericka Parker, Chapter 7 Trustee (“Trustee”) [Doc. No. 1]; the Answer and Counterclaim filed by the Trustee [Doc. No. 10]; the Third Party Complaint filed by the Trustee against Cecil Weatherspoon, Jr. and Initial Transfer FT, Ltd. [Doc. No. 10]; the Amended Complaint filed by Delphi to join additional defendants Comptrol, Inc., Northwest Controls, Inc., and REM Electronics Supply Company, Inc. [Doc. No. 52]; and other related pleadings.

The Trustee has settled its Third Party Complaint against Cecil Weatherspoon, Jr. ("Weatherspoon") and Initial Transfer FT, Ltd. ("Initial Transfer") as set forth below, with good and other cause having been shown.

Now therefore, it is STIPULATED AND ORDERED:

1. That Trustee's Third Party Complaint [Doc. No. 10] against Weatherspoon and Initial Transfer is hereby settled and fully resolved as set forth herein.

2. In exchange for the settlement, Weatherspoon and Initial Transfer shall pay the sum of \$5,000.00 to Trustee. Such sums shall be paid in four (4) equal quarterly installments of \$1,250.00 each, beginning on April 1, 2006.

3. As further consideration for the settlement, Weatherspoon and Initial Transfer shall and hereby do assign, convey, and transfer in full all of their rights, title, and interest in and to the February 19, 2003 settlement agreement by and between and among Delphi; Flex Tech Professional Services, Inc., n/k/a Toledo Professional Services, Inc.; and Initial Transfer (the Settlement Agreement"), along with any claims, interests, and causes of action that Mr. Weatherspoon and/or Initial Transfer may have in connection with or in any way related to Toledo Professional Temps, Inc., a Chapter 7 debtor in Bankruptcy Case No. 03-35510, situated in the United States Bankruptcy Court for the Northern District of Ohio, Western Division.

4. The Third Party Complaint is hereby dismissed, with prejudice, subject only to this Court's continued jurisdiction to address any issues related to the settlement set forth herein.

Dated: April 3, 2006

WE CONSENT TO THE FORM AND ENTRY
HEREOF:

/s/ Patricia B. Fugée

Patricia B. Fugée (0070698)

Roetzel & Andress

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*Counsel for Defendant/Third Party Plaintiff
Trustee*

/s/ Jeffrey D. Rengel

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Sandusky, Ohio 44870

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and Initial Transfer FT, Ltd.*

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